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September 15, 1999

EX PARTE OR LATE FILED

VIA HAND DELIVERY

Magalie Roman Salas, Esq.
Secretary
Federal Communications Commission
The Portals
445 12th Street, S.W.
Washington, D.C. 20554

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SEP 15 1999

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Re: Request of Lockheed Martin Corporation and Warburg Pincus Equity Partners, L.P. for Review of the Transfer of the Lockheed Martin Communications Industry Services Business from Lockheed Martin Corporation to an Affiliate Warburg Pincus Equity Partners, L.P.
CC Docket No. 92-237; NSD File No. 98-151
Notice of Oral Ex Parte Communication

Dear Ms. Salas:

On Tuesday, September 14, 1999, Jennifer Warren of Lockheed Martin Corporation; Glenn Campbell of King & Spalding and the undersigned, representing Lockheed Martin Corporation; Jeffrey Ganek of Lockheed Martin IMS; and Cheryl Tritt of Morrison & Foerster, representing Lockheed Martin IMS, met with Yog Varma, Diane Harmon and Tejal Mehta of the Common Carrier Bureau. During the meeting, the participants discussed a proposed code of conduct to govern behavior during the period between consummation of Lockheed Martin's proposed transactions relating to COMSAT Corporation and the consummation of the transaction proposed in this proceeding. The Commission participants in the meeting were provided with copies of a draft code of conduct that was submitted to Mr. Varma in an earlier written ex parte communication, a copy of which is attached hereto.

Pursuant to Section 1.1206 of the Commission's rules, an original and three copies of this letter are being submitted to the Secretary's office for the above-captioned dockets and copies of this letter are being provided to Mr. Varma, Ms. Harmon and Ms. Mehta by the close of the next business day after the meeting.

Respectfully submitted,



J.G. Harrington
Counsel for Lockheed Martin Corporation

JGH/vll

Attachment

cc (w/o attach.): Yog Varma
Diane Harmon
Tejal Mehta

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LOCKHEED MARTIN COMMUNICATIONS INDUSTRY SERVICES

Code of Conduct

1. CIS will never, directly or indirectly, show any preference or provide any special consideration to any company (including COMSAT Government Systems, Inc. ("CGSI") and any other company that is a subsidiary of Lockheed Martin Corporation (together with Lockheed Martin Corporation, a "Lockheed Martin Company")) that is a telecommunications service provider, which term as used herein shall have the meaning set forth in the Telecommunications Act of 1996.
2. No Lockheed Martin Company (other than Lockheed Martin IMS Corporation) or officer or director of a Lockheed Martin Company (other than officers and directors of Lockheed Martin IMS Corporation) will be given access by CIS to user data or proprietary information of the telecommunications service providers served by CIS.
3. The Lockheed Martin Companies will ensure that no user data or proprietary information from any telecommunications service provider (including CGSI and COMSAT Corporation ("COMSAT")) is disclosed to CIS (other than the sharing of data incident to the performance of NANPA and LNPA duties). [NOTE: At this time no such data is required to be shared in connection with the performance of NANPA and LNPA duties, and no such data sharing is anticipated to be required following the closing of the COMSAT transaction.]
4. Confidential information about CIS' business services and operations will not be shared with employees of any telecommunications service provider, including CGSI and COMSAT. To the extent any Lockheed Martin Companies have any proprietary knowledge or information about the operations of the CIS business they will not share it with CGSI and COMSAT and will guard that information as they would their own proprietary information.
5. No person employed by, or serving in the management of any Lockheed Martin Company (other than Lockheed Martin IMS Corporation) will be directly involved in the day-to-day operations of CIS. No employees of any company that is a telecommunications service provider, including CGSI and COMSAT, will be simultaneously employed (full-time or part-time) by CIS.
6. No member of the board of directors of Lockheed Martin IMS Corporation, no officer of Lockheed Martin IMS Corporation and no member of senior management of CIS will simultaneously serve on the board of directors of a telecommunications service provider, including CGSI and COMSAT.
7. No employee of CIS will hold any interest, financial or otherwise, in any company that would violate the neutrality requirements of the FCC or the NPAC Contractor Services Agreements.

8. No employees of CGSI will be given access to the facilities of CIS. Management of CIS will distribute to the CIS personnel who monitor access to its facilities a list that identifies each employee of CGSI with specific instructions to deny those individuals access to the CIS facilities.
9. At no time following the closing of the COMSAT transaction will COMSAT or any of its subsidiaries, including CGSI, be in the same line of management reporting as the CIS business.
10. All employees of CGSI and all senior management employees of the CIS business will be required to sign a document confirming that they have received a copy of this Code of Conduct and agreeing to conduct their business and affairs in a manner consistent with this Code of Conduct.
11. Lockheed Martin Corporation or CIS will advise the FCC promptly in the event either of them discovers a violation of this Code of Conduct.